

RECORDATION NO. 8469 B
JUL -1 1982 -2 35 PM
INTERSTATE COMMERCE COMMISSION

SOO LINE RAILROAD
EQUIPMENT TRUST OF 1976

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

SUPPLEMENTAL TO LEASE OF RAILROAD EQUIPMENT, dated as of September 1, 1976, between FIRST NATIONAL BANK OF MINNEAPOLIS, a national banking association duly incorporated and existing under the laws of the United States of America (hereinafter called the "Trustee"), party of the first part, and SOO LINE RAILROAD COMPANY, a corporation duly organized and existing under the laws of the State of Minnesota (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Agreement and Lease, each dated as of September 1, 1976, there was constituted Soo Line Railroad Equipment Trust of 1976; and whereas pursuant to the provisions of said Agreement, certain railroad equipment was transferred by J. W. Scanlan and D. R. Cadwallader, Vendors, to the Trustee, and by said Lease, said railroad equipment was leased by the Trustee to the Company; and

WHEREAS, the said Lease in Article Seventh thereof makes provision for the replacement by the Company at its own cost of Trust Equipment which may be lost or destroyed with new equipment of a specified kind, title to which shall be transferred to the Trustee and made a part of the Trust Equipment; and

WHEREAS, an additional replacement has been made by the Company and title thereto is now vested in the Trustee, and the Company and Trustee now desire to execute a Supplemental

Lease as in said Article Seventh provided.

NOW THIS AGREEMENT WITNESSETH:

The above described Lease of Railroad Equipment, dated as of September 1, 1976 with the Agreement, dated as of September 1, 1976, thereto annexed, constituting Soo Line Railroad Equipment Trust of 1976 is hereby supplemented as indicated in the next succeeding sentence, but in all other respects said Lease Agreement shall continue in full force and effect.

The Trustee, acting pursuant to Article Seventh of said Lease, for and in consideration of the sum of One Dollar to it paid by the Company at or before the execution and delivery hereof, the receipt of which is hereby acknowledged, and of the rents and covenants in said Lease mentioned to be paid, kept and performed by the Company, has let and leased and does hereby let and lease to the Company all of the following standard gauge railroad equipment in addition to the Trust Equipment now covered by Soo Line Railroad Equipment Trust of 1976, to wit:

One (1) 100-ton 2200 cu. ft. open top hopper car
with roller bearings, bearing Soo Line
road number 61051.

This Supplemental Lease may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

The Supplemental Lease shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the aforesaid Agreement and Lease, and the Company, have caused these presents to be duly executed, as of the 15th day of June, 1982.

ATTEST:

FIRST NATIONAL BANK OF MINNEAPOLIS
as Trustee,

J. H. Nelson
Assistant Secretary

By *J. H. Nelson*
Vice President

Signed, sealed and delivered
by First National Bank of
Minneapolis in the presence of:

T. Gronlund

Mary Pat Pawlosky
Attesting Witnesses

ATTEST:

SOO LINE RAILROAD COMPANY

Glenn R. Holmes
Secretary

By *Charles H. Clay*
Charles H. Clay
Executive Vice President

Signed, sealed and delivered
by Soo Line Railroad Company
in the presence of:

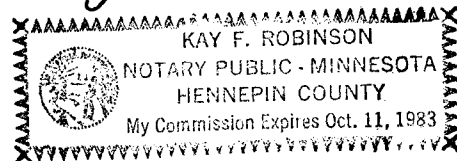
Leth M. Meckola

Jean M. Zacharias
Attesting Witnesses

STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 22nd day of JUNE, 1982, before me personally appeared J. SCANLAN, to me personally known, who, being by me duly sworn, says that he is a Vice President of First National Bank of Minneapolis, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kay F. Robinson
Notary Public



STATE OF MINNESOTA)
) SS
COUNTY OF HENNEPIN)

On this 17th day of June, 1982, before me personally appeared Charles H. Clay, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Wayne C. Serkland
Notary Public

